

WEIL, GOTSHAL & MANGES LLP

Stephen Karotkin (*pro hac vice*)  
(stephen.karotkin@weil.com)  
Theodore E. Tsekerides (*pro hac vice*)  
(theodore.tsekerides@weil.com)  
Richard W. Slack (*pro hac vice*)  
(richard.slack@weil.com)  
Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
767 Fifth Avenue  
New York, NY 10153-0119  
Tel: 212 310 8000  
Fax: 212 310 8007

KELLER BENVENUTTI KIM LLP

Tobias S. Keller (#151445)  
(tkeller@kbbkllp.com)  
Jane Kim (#298192)  
(jkim@kbbkllp.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

*Attorneys for Debtors  
and Debtors in Possession*

JONES DAY

Bruce S. Bennett (SBN 105430)  
(bbennett@jonesday.com)  
Joshua M. Mester (SBN 194783)  
(jmester@jonesday.com)  
James O. Johnston (SBN 167330)  
(jjohnston@jonesday.com)  
555 South Flower Street  
Fiftieth Floor  
Los Angeles, CA 90071-2300  
Tel: 213 489 3939  
Fax: 213 243 2539

*Attorneys for Shareholder Proponents*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DEBTORS' AND SHAREHOLDER  
PROONENTS' JOINT CONFIRMATION  
HEARING EXHIBIT LIST**

PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) and the Shareholder Proponents hereby identify, pursuant to this Court’s *Order Establishing Confirmation Hearing Protocol* [Dkt. No. 7182], the following list of exhibits (the “**Exhibit List**”) that they intend to present at the hearing to consider confirmation of the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated March 16, 2020* [Docket No. 6320] (as it may be amended, modified or supplemented from time to time, and together with any exhibits or schedules thereto, the “**Plan**”)<sup>1</sup>:

Ex. #	Exhibit Description	Dkt. #
1.	Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	6320
2.	Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated May 22, 2020	7521
3.	Plan Supplement in Connection with Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	7037
4.	Exhibit A to the Plan Supplement – Schedule of Executory Contracts and Unexpired Leases to be Rejected Pursuant to the Plan	7037
5.	Exhibit B to the Plan Supplement – Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to the Plan and Proposed Cure Amounts	7037
6.	Exhibit C to the Plan Supplement – Subrogation Wildfire Trust Agreement (with all Exhibits)	7037
7.	Exhibit D to the Plan Supplement – Fire Victim Trust Agreement (with all Exhibits, including, without limitation, the Fire Victim Claims Resolution Procedures)	7037
8.	Exhibit E to the Plan Supplement – Schedule of Assigned Rights and Causes of Action	7037
9.	Exhibit F to the Plan Supplement – Schedule of Retained Rights and Causes of Action	7037

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Plan.

<b>Ex. #</b>	<b>Exhibit Description</b>	<b>Dkt. #</b>
<b>10.</b>	Exhibit G to the Plan Supplement – Disclosure Relating to Section 1129(a)(5)(A) of the Bankruptcy Code	7037
<b>11.</b>	Exhibit H1 to the Plan Supplement – HoldCo Secured Senior Notes Term Sheet,	7037
<b>12.</b>	Exhibit H2 to the Plan Supplement – HoldCo Exit Revolver Facility Term Sheet,	7037
<b>13.</b>	Exhibit H3 to the Plan Supplement – HoldCo Exit Term Facility Term Sheet,	7037
<b>14.</b>	Exhibit H4 to the Plan Supplement – Utility First Mortgage Bonds Term Sheet,	7037
<b>15.</b>	Exhibit H5 to the Plan Supplement – Utility Reinstated Senior Notes Term Sheet,	7037
<b>16.</b>	Exhibit H6 to the Plan Supplement – New Utility Short-Term Notes and New Utility Long-Term Notes,	7037
<b>17.</b>	Exhibit H7 to the Plan Supplement – New Utility Funded Debt Exchange Notes Term Sheet,	7037
<b>18.</b>	Exhibit H8 to the Plan Supplement – Utility Exit Revolver Facility Term Sheet, and	7037
<b>19.</b>	Exhibit H9 to the Plan Supplement – Utility Exit Term Facility Term Sheet	7037
<b>20.</b>	Exhibit I1 to the Plan Supplement – Amended and Restated Articles of Incorporation of PG&E Corp.	7037
<b>21.</b>	Exhibit I2 to the Plan Supplement – Amended and Restated Bylaws of PG&E Corp.	7037
<b>22.</b>	Exhibit J1 to the Plan Supplement – Amended and Restated Articles of Incorporation of the Utility	7037
<b>23.</b>	Exhibit J2 to the Plan Supplement – Amended and Restated Bylaws of the Utility	7037
<b>24.</b>	Exhibit K to the Plan Supplement – Amendment to the PG&E Corp. 2014 Long-Term Incentive Plan	7037
<b>25.</b>	Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	7503
<b>26.</b>	Exhibit A to the Supplement of the Plan Supplement – Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to the Plan and Proposed Cure Amounts	7503-1
<b>27.</b>	Exhibit B to the Supplement to Plan Supplement – Commitments Regarding Appointment of Independent Safety Monitor	7503-2

Ex. #	Exhibit Description	Dkt. #
28.	Exhibit C to the Supplement to Plan Supplement – Form of Safety and Nuclear Oversight Committee Charter	7503-3
29.	Disclosure Statement for Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization	6353
30.	Exhibit B to the Disclosure Statement – Financial Projections	6353
31.	Supplement to Disclosure Statement for Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization	6483
32.	Exhibit A to the Disclosure Statement Supplement – Updated Financial Projections	6483
33.	Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief	263
34.	Declaration of Jason P. Wells in Support of Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors to Enter into Restructuring Support Agreement with the Consenting Subrogation Claimholders, (II) Approving the Terms of Settlement with Such Consenting Subrogation Claimholders, Including the Allowed Subrogation Amount, and (III) Granting Related Relief	3993
35.	Declaration of Jason P. Wells in Support of Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors and TCC to Enter Into Restructuring Support Agreement With the TCC, Consenting Fire Claimant Professionals, and Shareholder Proponents and (II) Granting Related Relief	5039
36.	Declaration of Jason P. Wells in Support of Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Approving and Authorizing the Debtors to Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief	5520
37.	Declaration of Jason P. Wells in Support of Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization	7510
38.	Directors and Officers Liability Insurance Policy with policy no. DP5008417P, effective May 20, 2017 to May 20, 2018	7510-1
39.	Directors and Officers Liability Insurance Policy with policy no. DP5008418P, effective May 20, 2018 to May 20, 2019	7510-2
40.	Plan Support Agreement between the Debtors and (a) The City of Clearlake, a California municipal corporation duly organized and existing by virtue of the laws of the State of California; (b) the City of Napa, a California municipal corporation duly organized and existing by virtue of the laws of the State of California; (c) the City of Santa Rosa, a California municipal corporation duly	7510-3

Ex. #	Exhibit Description	Dkt. #
	organized and existing by virtue of the laws of the State of California; (d) the County of Lake, a general law county and political subdivision of the State of California duly organized and existing by virtue of the laws of the State of California; (e) Lake County Sanitation District, a sanitary district organized under the laws of the State of California; (f) the County of Mendocino, a general law county and political subdivision of the State of California, duly organized and existing by virtue of the laws of the State of California; (g) Napa County, a general law county and political subdivision of the State of California, duly organized and existing by virtue of the laws of the State of California; (h) the County of Nevada, a general law county and political subdivision of the State of California, duly organized and existing by virtue of the laws of the State of California; (i) the County of Sonoma, a general law county and political subdivision of the State of California, duly organized and existing by virtue of the laws of the State of California; (j) the Sonoma County Agricultural Preservation and Open Space District, a public agency formed pursuant to the Public Resources code sections 5500, et seq.; (k) Sonoma County Community Development Commission, a public and corporate entity pursuant to Section 34110 of the California Health & Safety Code; (l) Sonoma County Water Agency, a public agency of the State of California; (m) Sonoma Valley County Sanitation District, a sanitary district organized under the laws of the State of California; and (n) the County of Yuba, a general law county and political subdivision of the State of California, duly organized and existing by virtue of the laws of the State of California, dated as of June 18, 2019	
41.	Plan Support Agreement between the Debtors and the Town of Paradise dated as of June 18, 2019	7510-4
42.	Plan Support Agreement between the Debtors and Paradise Recreation & Park District dated as of June 18, 2019	7510-5
43.	Plan Support Agreement between the Debtors and the County of Yuba dated as of June 18, 2019	7510-6
44.	Plan Support Agreement between the Debtors and the Calaveras County Water District dated as of June 18, 2019	7510-7
45.	Plan Support Agreement between the Debtors and the County of Butte dated as of June 18, 2019	7510-8
46.	<i>CPUC Decision Approving Proposed Settlement Agreement with Modifications dated May 7, 2020 (including the Settlement Agreement Between Pacific Gas and Electric Company, the Safety and Enforcement Division of the California Public Utilities Commission, Coalition of California Utility Employees, and the Office of the Safety Advocate Resolving Order Instituting Investigation I.19-06-015, attached as Exhibit A thereto)</i>	7510-9
47.	<i>CPUC Proposed Decision Approving Reorganization Plan</i>	7510-10
48.	Order Approving Subrogation Claims RSA	5173

Ex. #	Exhibit Description	Dkt. #
49.	Order Approving Tort Claimants RSA	5174
50.	Order Approving Noteholder RSA	5637
51.	Order Approving Tubbs Settlements,	5571
52.	Order Approving Butte County DA Settlement	6785
53.	Order Approving Governmental Fire Claims Settlements	7399
54.	Declaration of Kenneth Ziman in Support of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	7512
55.	Rights Offering Procedures	7512-1
56.	Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry Into and Performance Under, Debt Financing Commitment Letters and (III) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims (the " <b>Exit Financing Motion</b> ")	6013
57.	Exhibit C to the Exit Financing Motion – Form of Equity Backstop Commitment Letter	6013-3
58.	Exhibit D to the Exit Financing Motion – Conformed Copy of PG&E Corp. Debt Commitment Letter	6013-4
59.	Exhibit E to the Exit Financing Motion – Conformed Copy of Utility Debt Commitment Letter	6013-5
60.	Declaration of Kenneth S. Ziman in Support of the Exit Financing Motion	6014
61.	Order Approving Equity Backstop Commitment Letters	6321
62.	Order Approving Debt Commitment Letters	6323
63.	Exit Financing Documents and Documents Related to Plan Funding	-
64.	Declaration of John Boken in Support of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	7514
65.	Declaration of Christina Pullo with Respect to the Tabulation of Votes on the Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (the " <b>Voting Certification</b> ")	7507
66.	Exhibit A to the Voting Certification – Tabulation Summary	7507
67.	Exhibit B-1 to the Voting Certification – Report of Ballots Excluded from Tabulation	7507



Ex. #	Exhibit Description	Dkt. #
68.	Exhibit B-2 to the Voting Certification – Report of Securities Holder Ballots Excluded from Tabulation	7507
69.	Order (I) Approving Proposed Disclosure Statement for Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization; (II) Approving Form and Manner of Notice of Hearing on Proposed Disclosure Statement; (III) Establishing and Approving Plan Solicitation and Voting Procedures; (IV) Approving Forms of Ballots, Solicitation Packages, and Related Notices; and (V) Granting Related Relief dated March 17, 2020 (with all exhibits)	6340
70.	<i>Certificate of Service</i> , dated February 19, 2020, of Craig E. Johnson regarding the Fire Victim Plan Solicitation Directive	5839
71.	<i>Affidavit of Publication</i> , dated April 24, 2020	6935
72.	<i>Certificate of Service</i> , dated April 22, 2020, of Christina Pullo regarding the distribution of solicitation materials	6893
73.	<i>Certificate of Service</i> , dated May 4, 2020, of Christina Pullo regarding the distribution of solicitation materials	7059
74.	<i>Certificate of Service</i> , dated May 6, 2020, of Christina Pullo regarding the distribution of solicitation materials	7082
75.	<i>Certificate of Service</i> , dated May 6, 2020, of Christina Pullo regarding the distribution of solicitation materials	7084
76.	<i>Certificate of Service</i> , dated May 7, 2020, of Christina Pullo regarding the distribution of solicitation materials	7114
77.	<i>Certificate of Service</i> , dated May 7, 2020, of Christina Pullo regarding the distribution of solicitation materials	7123
78.	<i>Certificate of Service</i> , dated May 13, 2020, of Christina Pullo regarding the distribution of solicitation materials	7184
79.	<i>Certificate of Service</i> , dated May 15, 2020, of Christina Pullo regarding the distribution of solicitation materials	7342
80.	<i>Certificate of Service</i> , dated May 15, 2020, of Christina Pullo regarding the distribution of solicitation materials	7348
81.	<i>Certificate of Service</i> , dated May 19, 2020, of Christina Pullo regarding the distribution of solicitation materials	7426
82.	Third Amended Consolidated Class Action Complaint For Violation Of The Federal Securities Laws (the “TAC”)	-
83.	Brief in Support of the Officer Defendants’ Motion to Dismiss the TAC	-

Ex. #	Exhibit Description	Dkt. #
84.	Memorandum of Points and Authorities in Support of Defendant Directors and Underwriters' Motion to Dismiss TAC	-
85.	Reply Brief in Support of the Officer Defendants' Motion to Dismiss the TAC	-
86.	Reply Memorandum of Points and Authorities in Further Support of Defendant Directors and Underwriters' Motion to Dismiss TAC	-
87.	Debtors' Consolidated Annual Report (Form 10-K) (Feb. 16, 2017)	-
88.	Debtors' Consolidated Quarterly Report (Form 10-Q) (Nov. 2, 2017)	-
89.	The daily opening and closing prices of PG&E Corp. common stock (PCG) for the week of October 9-13, 2017	-

### **Reservation of Rights**

The Debtors and Shareholder Proponents reserve the right to: (a) amend or supplement the Exhibit List at any time prior to the Confirmation Hearing and/or during the Confirmation Hearing consistent with the reservation of rights listed herein; (b) use additional exhibits for purposes of rebuttal or impeachment; (c) rely upon and use as evidence (i) additional documents produced by any party, (ii) exhibits included on the exhibit list of any other party, and (iii) any pleading, hearing transcript, order, or other document filed with or by the Court in the Chapter 11 Cases; (d) use or create demonstratives based on the evidence; and/or (e) request that the Court take judicial notice of any pleadings, hearing transcripts, orders, or other documents filed in the Chapter 11 Cases and/or any related proceeding.

Dated: May 22, 2020  
New York, New York

**WEIL, GOTSHAL & MANGES LLP**

**KELLER BENVENUTTI KIM LLP**

By: /s/ Theodore E. Tsekerides  
Theodore E. Tsekerides

*Attorneys for Debtors and Debtors in Possession*